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INTERSTATE COMMERCE COMMISSION

**Itel Rail Corporation**

55 Francisco Street  
San Francisco, California 94133  
(415) 984-4000  
(415) 781-1035 Fax

February 2, 1989

INTERSTATE COMMERCE COMMISSION

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FEB 9 1989 8 30 AM  
INTERSTATE COMMERCE COMMISSION

Hon. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Date 2/2/89  
Fee \$ 26.00  
ICC Washington, D.C.

- Re: 1) Notice of Name Change  
2) Assignment and Assumption Agreement

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instruments, in four (4) counterparts each, are hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$26 recordation fee.

Please record the above-captioned instruments under the Purchase Order Assignment dated as of June 15, 1977, among SSI Rail Corp., AFC Industries, Inc. and First Security State Bank as Owner-Trustee under a Trust Agreement dated as of June 15, 1977 with Budd Leasing Corporation, which was filed with the ICC on July 7, 1977, under Recordation No. 8873.

The parties to the aforementioned Notice of Name Change are listed below:

Itel Rail Corporation (For indexing, in position  
55 Francisco Street of "Assignor")  
San Francisco, California 94133

Itel Rail Holdings Corporation (For indexing, in  
55 Francisco Street position of "Assignee")  
San Francisco, California 94133

The purpose of this Notice is to make known as a matter of public record the change in corporate name of Itel Rail Corporation to Itel Rail Holdings Corporation.

The parties to the aforementioned Assignment and Assumption Agreement are listed below:

Itel Rail Holdings Corporation (Assignor)  
55 Francisco Street  
San Francisco, California 94133

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Itel Rail Corporation (Assignee, a Delaware corporation  
55 Francisco Street incorporated in February 1989)  
San Francisco, California 94133

This Assignment assigns to Assignee all of Assignor's right, title and interest in and to the leases and equipment described therein.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

*patricia schumacker*

Patricia Schumacker  
Legal Department

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Patricia Schumacker  
Itel Rail Corporation  
55 Francisco Street  
San Francisco, Ca. 94133

Dear Ms. Schumacker

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/2/89 at 9:30am, and assigned recordation number(s) 8219-D<sup>AE</sup> 8233-G<sup>H</sup> 8298-F<sup>AG</sup> 8322-G<sup>H</sup> 8343-N<sup>AO</sup>

8610-I<sup>AT</sup>  
8669-N<sup>AO</sup>  
8669-P<sup>AO</sup>  
8837-K<sup>AL</sup>  
8838-W<sup>AX</sup>  
8873-G<sup>AH</sup>  
9050-I<sup>AT</sup>  
9538-C<sup>AD</sup>  
9553-C<sup>AD</sup>  
10461-E<sup>AF</sup>  
15558-B<sup>AC</sup>

Sincerely yours,

*Narta R. McLee*

Secretary

Enclosure(s)

\* Destroyed

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INTERSTATE COMMERCE COMMISSION

NOTICE OF NAME CHANGE

This shall serve as notice that Itel Rail Corporation, a Delaware corporation, has changed its name effective as of ~~January~~ February 2, 1989, to Itel Rail Holdings Corporation. Itel Rail Holdings Corporation is a Delaware corporation with its principal place of business at 55 Francisco Street, San Francisco, California 94133.

ITEL RAIL HOLDINGS CORPORATION

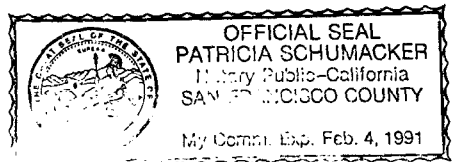
By Robert C. Kiehle  
Robert C. Kiehle

Title Vice President-Finance

Date January, 1989

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN FRANCISCO )

On this 30<sup>th</sup> day of January, 1989, before me personally appeared Robert C. Kiehle, to me personally known, who being by me duly sworn says that he is Vice President-Finance Itel Rail Holdings Corporation, that the foregoing Notice of Name Change was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Patricia Schumacker  
Notary Public